

BALL, JANIK & NOVACK  
ATTORNEYS AT LAW

1101 PENNSYLVANIA AVE, N.W., SUITE 1035  
WASHINGTON, D. C. 20004  
TELEPHONE (202) 638-3307  
TELECOPY (202) 783-6947

101 S.W. MAIN ST., SUITE 1100  
PORTLAND, OREGON 97204 3274  
TELEPHONE (503) 228-2525  
TELECOPY (503) 295-1058

December 29, 1994

Karl Morell  
Direct Dial: (202)466-6533

RECEIVED

DEC 29 1994 - 8:11 PM

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and two certified copies of two documents described below, to be recorded pursuant to 49 U.S.C. §11303.

I. The first document is a Bill of Sale, a secondary document, dated as of December 29, 1994. The primary document to which this is connected is recorded under Recordation No. 18859. We request that this document be recorded under Recordation No. 18859-H.

The name and address of the party to the Bill of Sale is:

Seller:

Southern Pacific Transportation Company  
One Market Plaza  
San Francisco, CA 94105

A description of the equipment covered by the Bill of Sale consists of 45 SD40M-2 Locomotives numbered SP 8608-8617, inclusive; 8661, 8663, 8665-8669, inclusive; 8671-8688, inclusive; and 8697-8706, inclusive.

II. The second document is Bill of Sale, a secondary document, dated as of December 29, 1994. The primary document to which this is connected is recorded under Recordation No. 18859. We request that this document be recorded under Recordation No. 18859-I.

*Counterparts - Morell*

*18859 - H+I*

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Honorable Vernon A. Williams  
December 29, 1994  
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The name and address of the party to the Bill of Sale is:

Seller:

MK Rail Corporation  
4600 Apple Street  
Boise, ID 83705


A description of the equipment covered by the Bill of Sale consists of 45 SD40M-2 Locomotives numbered SP 8608-8617, inclusive; 8661, 8663, 8665-8669, inclusive; 8671-8688, inclusive; and 8697-8706, inclusive.

A fee of \$42.00 is enclosed. Please return the original and one certified copy of each document to:

Karl Morell  
Of Counsel  
Ball, Janik & Novack  
Suite 1035  
1101 Pennsylvania Avenue, N.W.  
Washington, DC 20004

A short summary of the documents to appear in the index follows: (1) the Southern Pacific Transportation Company Bill of Sale by Southern Pacific Transportation Company, One Market Plaza, San Francisco, CA 94105; and (2) the MK Rail Corporation Bill of Sale by MK Rail Corporation, 4600 Apple Street, Boise, ID 83705, both covering 45 SD40M-2 Locomotives numbered SP 8608-8617, inclusive; 8661, 8663, 8665-8669, inclusive; 8671-8688, inclusive; and 8697-8706, inclusive.

Very Truly Yours,



Karl Morell

Enclosures

18859-H  
DEC 2 1994 - 8

SOUTHERN PACIFIC TRANSPORTATION COMPANY

BILL OF SALE

SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation ("SP"), for the sum of One Dollar (\$1.00) and other valuable consideration in full payment for the equipment hereinafter specified, receipt of which is hereby acknowledged, by these presents, does hereby (a) sell, assign, transfer and set over unto SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION ("Shawmut"), not in its individual capacity but solely as Owner Trustee under a Trust Agreement (SPTC Trust No. 1994-2) [redesignated SPT 1994-C], dated as of January 15, 1994, between Shawmut and PMCC Leasing Corporation, as amended by the First Amendment, dated as of June 29, 1994, and as amended by the Second Amendment, dated as of September 29, 1994 (Shawmut, in such capacity, the "Buyer"), 45 Remanufactured SD40M-2 Locomotives bearing road numbers SP8608 through SP8617 (inclusive), SP8661, SP8663, SP8665 through SP8669 (inclusive), SP8671 through SP8682 (inclusive), SP8683 through SP8688 (inclusive), SP8697 through SP8700 (inclusive) and SP8701 through SP8706 (inclusive) (collectively, the "Units"), and (b) quitclaim, transfer, convey and release unto the Buyer, all right, title and interest of SP in and to the Units.


IN WITNESS WHEREOF, Southern Pacific Transportation Company has caused this instrument to be executed on its behalf by a Treasurer of Southern Pacific Transportation Company who is thereunto duly authorized, this 29 day of December, 1994.

SOUTHERN PACIFIC TRANSPORTATION  
COMPANY

By *Lynn M. Suckers*  
Title: Treasurer

**CERTIFICATION**

I, KARL MORELL, have compared this copy to the original Bill of Sale, dated as of December 29 1994, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

  
Karl Morell  
December 29, 1994